

United States Bankruptcy Court
Western District of Michigan
One Division Ave., N.
Room 200
Grand Rapids, MI 49503

IN RE: Debtor (name used by the debtor in the last 8 years, including married, maiden, trade, and address):

Seasons Harvest, Inc.
13686 Red Arrow Highway
Harbert, MI 49115
Tax ID: 36-3755983

Debtor

Case Number 15-00211-swd

Chapter 7

Honorable Scott W. Dales

NOTICE TO CREDITORS AND OTHER PARTIES IN INTEREST
TRUSTEE'S MOTION FOR SALE OF ASSETS UNDER §363(f)

Please take notice that the above-referenced motion has been filed with the Bankruptcy Court. **Your rights may be affected.** You should read these papers carefully and discuss them with your attorney. (If you do not have an attorney, you may wish to consult one.)

If you want the court to consider your view on this matter, attend the hearing scheduled for July 22, 2015 at 10:00 AM at the United States Bankruptcy Court, Federal Building, U.S. Courthouse, Room 114, 410 W. Michigan Avenue, Kalamazoo, MI 49007.

You or your attorney may wish to file a response explaining your position. Such response should be **received** at least five business days prior to the scheduled hearing. A copy should also be served upon the party who has filed the motion and to his/her attorney.

If you or your attorney do not take these steps, the court may decide that you do not oppose the relief sought in the motion and may enter an order granting that relief.



DANIEL M. LAVILLE
CLERK OF BANKRUPTCY COURT

Dated: July 1, 2015

/S/ _____
Kathy Trapp
Deputy Clerk

Notice returned to Thomas C. Richardson, Esq. for appropriate service: (7/1/15-kmt)

NOTICE IS HEREBY GIVEN that the court may, in its discretion, orally continue or adjourn the above hearing on the record in open court. If this occurs, parties in interest will not be given further written notice of the new hearing date. If an entity is not present at the originally scheduled hearing, information regarding the time, date and place of an orally continued or adjourned hearing may be accessed through the Bankruptcy Court's web site (www.miwb.uscourts.gov) provided the person has a PACER login and password, or by visiting the Clerk's Office of the United States Bankruptcy Court located at One Division Avenue North, 2nd Floor, Grand Rapids, Michigan 49503. Information about a PACER login and password may be obtained by either calling PACER service center between 8:00 a.m. and 5:00 p.m. Monday through Friday, CST at (800) 676-6856 or via its web site at <http://pacer.psc.uscourts.gov>.

UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN - SOUTHERN DIVISION

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IN RE:

Case No. DK 15-00211
(Chapter 7 filed 1/19/15)

SEASONS HARVEST, INC.

HON. SCOTT W. DALES
Bankruptcy Judge

Debtor.

_____ /

MOTION FOR SALE OF ASSETS UNDER §363(f)

Thomas C. Richardson, Trustee, through counsel, moves for sale of tangible assets of the Debtor under Bankruptcy Code §363(f) as follows:

1. He is the duly appointed and acting Trustee in this case filed on January 19, 2015.
2. Included in the property in this estate are whatever rights the Estate has in tangible and intangible assets of the Debtor located at 13686 Red Arrow Highway, Harbert, MI 49115, including the assets listed on the attached Exhibit C - Purchased Assets and Exhibit C-1 - Product Inventory (the "Assets").
3. The Trustee has received an offer to purchase the Assets from Seasons Harvest Provisions, LLC, a Michigan limited liability company, 4463 Breton Road SE, Kentwood, Michigan 49508, for the sum of \$5,500.00 plus possible additional sums for Additional Deliverables, if provided, as stated in ¶5-4 of the Asset Purchase Agreement. The offeror is not an insider.
4. Trustee is not aware of any perfected lien on the Assets. Chemical Bank had a security interest in "All Personal Property" of Debtor. Chemical Bank filed a Termination on February 22, 2013. The following individuals may have provided services with regard to the Assets such as handling Debtor's website, arranging social media and doing photography: Joanne Buege, Lynn Miller, Julie Smith, Bradley Straham and Lisa Waite. To the extent that any of them claims

a lien, encumbrance, interest and/or claim and/or to the Assets, Trustee believes that such is in bona fide dispute and that the Assets should be sold free and clear thereof in accordance with §363(f).

5. The Trustee proposes that the Estate's interest in the Assets be offered for sale in open Bankruptcy Court on the following terms:

- (a) A copy of the Seasons Harvest Provisions, LLC offer shall be available at the Bankruptcy Court Clerk's Office, One Division Avenue, NW, Room 200, Grand Rapids, MI, for review by interested parties during business hours and provided to interested parties by Trustee upon request.
- (b) Bidding at the hearing will commence at \$6,000.00 with subsequent bids in increments of not less than \$200. No contingent bids shall be received.
- (c) The sale shall be on a cash basis with the successful bidder being required to deposit \$3,000 at the conclusion of the bidding and make payment in full of the balance in cash or certified funds in accordance with ¶5 of the Asset Purchase Agreement. Trustee may close sale to the next high bidder if the high bidder fails to timely close.
- (d) The Assets will be sold on an "as is, where is" basis, without representation or warranty, express or implied, of any kind, nature or description, including, without limitation, any warranty by description or marketability, merchantability or usability, or of fitness for any purpose. The Trustee shall not be required to inspect or test or report on the condition of the Assets or the existence of any possible defects in the Assets.
- (e) The sale shall be consummated by the delivery to the purchaser of a Bill of Sale and/or Assignment(s) without warranty of title. Possession shall be given to the purchaser at closing.
- (f) The Assets shall be sold free and clear of all liens, encumbrances, and/or claims therein in accordance with 11 U.S.C 363(f), with said liens, encumbrances, and/or claims attaching to the sale proceeds in the same order of validity, rank, and priority as now exists in the Assets.
- (g) The expenses of custody, protection, and insurance or sale of the Assets, as well as expenses of sale, including administrative and all legal expenses of these proceedings relating to the protection and sale of said Assets, shall be charged against the sale proceeds with priority over all lien creditors and other claimants.

- (h) Arrangements for inspection of the Assets to be sold can be made by contacting Thomas C. Richardson, Trustee, PO Box 51067, Kalamazoo, MI 49005, (269) 349-7415.
- (i) Any person objecting to the validity, propriety or legality, and/or having any objection of any kind to the sale as described herein, shall file a written objection to the sale on or before five (5) business days before the date set for the hearing on this Motion and simultaneously serve a copy thereof on the attorney for the Trustee at the addresses listed on this Motion, in accordance with Bankruptcy Rule 6004(b).

6. No broker is involved in this sale.

7. The Trustee reserves the right to withdraw this Motion at any time prior to completion of the hearing thereon.

8. The Trustee believes that the sale of the Assets pursuant to the terms herein is in the best interests of the estate and its creditors.

WHEREFORE, Thomas C. Richardson, Trustee, prays:

A. That this Court authorize the sale of the Assets upon the terms and conditions set forth herein to Seasons Harvest Provisions, LLC for \$5,500.00 (plus possible additional sums as stated in ¶3 hereof), or to any other purchaser for any additional sums as may be bid in open Court and to the backup bidder if the high bidder fails to timely close.

B. That the Court determine that the buyer is a good-faith purchaser for purposes of 11 U.S.C. §363(m).

C. That the Trustee be authorized to execute a Bill of Sale, Assignment(s) and or such other conveyance document in conformance with the within terms.

D. That the Trustee be authorized, without further Order of this Court, to pay any costs and expenses needed in order for closing to take place.

E. That the Stay of Order under Bankruptcy Rule 6004(h) be waived so that closing may take place immediately since buyer is anxious to close and the Assets need to be removed from the premises.

F. For all other relief that this Court finds just and equitable.

LEWIS, REED & ALLEN, P.C.

Dated: 7/1/15

By: /s/
Thomas C. Richardson (P31750)
Attorneys for Trustee
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Kalamazoo, MI 49005-1067
(269) 388-7600